

RECORDATION NO. 27036 - EE FILED

MAR 31 '08 -8 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

March 31, 2008

Anne K. Quinlan, Esq.
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 10th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of March 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27036.

The names and addresses of the parties to the enclosed document are:

Secured Party: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Borrower: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

A description of the railroad equipment covered by the enclosed document is:

283 railcars within the following series as more particularly set forth in the attachment to the document:

TILX 034145
TILX 160583 – TILX 160620
TILX 160821 – TILX 160850 (inclusive)
TILX 198419 – TILX 198496
TILX 198635 – TILX 198674 (inclusive)
TILX 198676
TILX 200933 – TILX 200975
TILX 210080 – TILX 210086 (inclusive)
TILX 252555 – TILX 252559 (inclusive)
TILX 261882 – TILX 261891 (inclusive)
TILX 262351 – TILX 262369
TILX 291171
TILX 291173 – TILX 291201 (inclusive)
TILX 303320 – TILX 303348
TILX 318567 – TILX 318596
TILX 401231
TILX 401234 – TILX 401239
TILX 641588
TILX 649109 – 649190

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAR 31 '08

-8 00 AM

MEMORANDUM OF SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement (this "Memorandum") is executed as of March 28, 2008, by and between TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Borrower") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as collateral agent and representative for the Protected Parties (as defined in the Security Agreement, as defined below) (together with any successor agent, the "Collateral Agent").

The Borrower, the Collateral Agent and Credit Suisse, New York Branch, as agent, have entered into a Security Agreement dated as of June 27, 2007 (as from time to time amended, modified or supplemented, the "Security Agreement") by which the Borrower has granted a security interest to the Collateral Agent for the benefit of the Protected Parties (as defined in the Security Agreement) in all assets of the Borrower, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"), whether now owned or hereafter arising or acquired.

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Collateral Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

[signature page to follow]

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840. 84

WATER

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[Memorandum of Security Agreement]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC,
its Managing Member

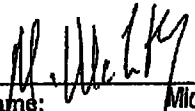
By: Trinity Industries Leasing Company, its
Manager

By: 

Name: Eric R. Marchetto
Title: Vice President

[Memorandum of Security Agreement]

WILMINGTON TRUST COMPANY,
as Collateral Agent

By: 
Name: Michael McCarthy
Title: Assistant Vice President

ACKNOWLEDGMENT

STATE OF TEXAS

)

)

COUNTY OF DALLAS

)

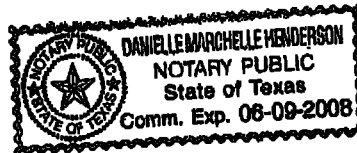
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware corporation by himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 28th day of March, 2008.

MY COMMISSION EXPIRES: 6/9/08

Notary Public

Danielle Henderson



[Memorandum of Security Agreement]

ACKNOWLEDGMENT

STATE OF Delaware)
)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michael McCarthy, who upon oath, acknowledged himself to be a Assistant Vice President of WILMINGTON TRUST COMPANY, a Delaware banking corporation, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such Delaware banking corporation by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 28th day of March, 2008.

MY COMMISSION EXPIRES:

Notary Public

Dianne Bruton

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 1 | TILX200955 | 32464 | February-08 | Tank |
| 2 | TILX200956 | 32464 | February-08 | Tank |
| 3 | TILX200957 | 32464 | February-08 | Tank |
| 4 | TILX200958 | 32464 | February-08 | Tank |
| 5 | TILX200959 | 32464 | February-08 | Tank |
| 6 | TILX200960 | 32464 | February-08 | Tank |
| 7 | TILX200961 | 32464 | February-08 | Tank |
| 8 | TILX200962 | 32464 | March-08 | Tank |
| 9 | TILX200964 | 32464 | March-08 | Tank |
| 10 | TILX200967 | 32464 | March-08 | Tank |
| 11 | TILX200969 | 32464 | March-08 | Tank |
| 12 | TILX200971 | 32464 | March-08 | Tank |
| 13 | TILX200975 | 32464 | March-08 | Tank |
| 14 | TILX210080 | 42543 | February-08 | Tank |
| 15 | TILX210081 | 42543 | February-08 | Tank |
| 16 | TILX210082 | 42543 | February-08 | Tank |
| 17 | TILX210083 | 42543 | February-08 | Tank |
| 18 | TILX210084 | 42543 | February-08 | Tank |
| 19 | TILX210085 | 42543 | February-08 | Tank |
| 20 | TILX210086 | 42543 | March-08 | Tank |
| 21 | TILX291171 | 23514 | February-08 | Tank |
| 22 | TILX291173 | 23514 | February-08 | Tank |
| 23 | TILX291174 | 23514 | February-08 | Tank |
| 24 | TILX291175 | 23514 | February-08 | Tank |
| 25 | TILX291176 | 23514 | February-08 | Tank |
| 26 | TILX291177 | 23514 | February-08 | Tank |
| 27 | TILX291178 | 23514 | February-08 | Tank |
| 28 | TILX291179 | 23514 | February-08 | Tank |
| 29 | TILX291180 | 23514 | February-08 | Tank |
| 30 | TILX291181 | 23514 | February-08 | Tank |
| 31 | TILX291182 | 23514 | February-08 | Tank |
| 32 | TILX291183 | 23514 | February-08 | Tank |
| 33 | TILX291184 | 23514 | February-08 | Tank |
| 34 | TILX291185 | 23514 | February-08 | Tank |
| 35 | TILX291186 | 23514 | February-08 | Tank |
| 36 | TILX291187 | 23514 | February-08 | Tank |
| 37 | TILX291188 | 23514 | February-08 | Tank |
| 38 | TILX291189 | 23514 | February-08 | Tank |
| 39 | TILX291190 | 23514 | February-08 | Tank |
| 40 | TILX291191 | 23514 | February-08 | Tank |
| 41 | TILX291192 | 23514 | February-08 | Tank |
| 42 | TILX291193 | 23514 | February-08 | Tank |
| 43 | TILX291194 | 23514 | February-08 | Tank |
| 44 | TILX291195 | 23514 | March-08 | Tank |
| 45 | TILX291196 | 23514 | February-08 | Tank |
| 46 | TILX291197 | 23514 | February-08 | Tank |

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 47 | TILX291198 | 23514 | March-08 | Tank |
| 48 | TILX291199 | 23514 | March-08 | Tank |
| 49 | TILX291200 | 23514 | March-08 | Tank |
| 50 | TILX291201 | 23514 | March-08 | Tank |
| 51 | TILX200933 | 3805 | February-08 | Tank |
| 52 | TILX200940 | 3805 | February-08 | Tank |
| 53 | TILX200942 | 3805 | February-08 | Tank |
| 54 | TILX200943 | 3805 | February-08 | Tank |
| 55 | TILX200944 | 3805 | February-08 | Tank |
| 56 | TILX200945 | 3805 | February-08 | Tank |
| 57 | TILX200946 | 3805 | February-08 | Tank |
| 58 | TILX200947 | 3805 | February-08 | Tank |
| 59 | TILX200948 | 3805 | February-08 | Tank |
| 60 | TILX200949 | 3805 | February-08 | Tank |
| 61 | TILX200950 | 3805 | February-08 | Tank |
| 62 | TILX200951 | 3805 | February-08 | Tank |
| 63 | TILX200952 | 3805 | February-08 | Tank |
| 64 | TILX200953 | 3805 | February-08 | Tank |
| 65 | TILX200954 | 3805 | February-08 | Tank |
| 66 | TILX318567 | 44632 | February-08 | Tank |
| 67 | TILX318570 | 44632 | February-08 | Tank |
| 68 | TILX318573 | 44632 | February-08 | Tank |
| 69 | TILX318576 | 44632 | February-08 | Tank |
| 70 | TILX318577 | 44632 | February-08 | Tank |
| 71 | TILX318578 | 44632 | February-08 | Tank |
| 72 | TILX318579 | 44632 | February-08 | Tank |
| 73 | TILX318580 | 44632 | February-08 | Tank |
| 74 | TILX318581 | 44632 | February-08 | Tank |
| 75 | TILX318582 | 44632 | February-08 | Tank |
| 76 | TILX318583 | 44632 | February-08 | Tank |
| 77 | TILX318585 | 44632 | February-08 | Tank |
| 78 | TILX318586 | 44632 | February-08 | Tank |
| 79 | TILX318589 | 44632 | February-08 | Tank |
| 80 | TILX318590 | 44632 | February-08 | Tank |
| 81 | TILX318591 | 44632 | February-08 | Tank |
| 82 | TILX318596 | 44632 | February-08 | Tank |
| 83 | TILX649109 | 43830 | February-08 | Freight |
| 84 | TILX649113 | 43830 | February-08 | Freight |
| 85 | TILX649114 | 43830 | February-08 | Freight |
| 86 | TILX649133 | 43830 | February-08 | Freight |
| 87 | TILX649165 | 43830 | February-08 | Freight |
| 88 | TILX649166 | 43830 | February-08 | Freight |
| 89 | TILX649167 | 43830 | February-08 | Freight |
| 90 | TILX649168 | 43830 | February-08 | Freight |
| 91 | TILX649170 | 43830 | February-08 | Freight |
| 92 | TILX649175 | 43830 | February-08 | Freight |

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 93 | TILX649178 | 43830 | February-08 | Freight |
| 94 | TILX649183 | 43830 | February-08 | Freight |
| 95 | TILX649186 | 43830 | February-08 | Freight |
| 96 | TILX649187 | 43830 | February-08 | Freight |
| 97 | TILX649188 | 43830 | February-08 | Freight |
| 98 | TILX649189 | 43830 | February-08 | Freight |
| 99 | TILX649190 | 43830 | February-08 | Freight |
| 100 | TILX252555 | 39504 | February-08 | Tank |
| 101 | TILX252556 | 39504 | February-08 | Tank |
| 102 | TILX252557 | 39504 | February-08 | Tank |
| 103 | TILX252558 | 39504 | February-08 | Tank |
| 104 | TILX252559 | 39504 | February-08 | Tank |
| 105 | TILX160583 | 8368 | March-08 | Tank |
| 106 | TILX160585 | 8368 | March-08 | Tank |
| 107 | TILX160587 | 8368 | February-08 | Tank |
| 108 | TILX160592 | 8368 | March-08 | Tank |
| 109 | TILX160595 | 8368 | February-08 | Tank |
| 110 | TILX160597 | 8368 | February-08 | Tank |
| 111 | TILX160602 | 8368 | February-08 | Tank |
| 112 | TILX160603 | 8368 | February-08 | Tank |
| 113 | TILX160604 | 8368 | February-08 | Tank |
| 114 | TILX160605 | 8368 | February-08 | Tank |
| 115 | TILX160606 | 8368 | February-08 | Tank |
| 116 | TILX160607 | 8368 | February-08 | Tank |
| 117 | TILX160608 | 8368 | February-08 | Tank |
| 118 | TILX160609 | 8368 | February-08 | Tank |
| 119 | TILX160610 | 8368 | February-08 | Tank |
| 120 | TILX160611 | 8368 | February-08 | Tank |
| 121 | TILX160612 | 8368 | February-08 | Tank |
| 122 | TILX160613 | 8368 | February-08 | Tank |
| 123 | TILX160614 | 8368 | February-08 | Tank |
| 124 | TILX160615 | 8368 | February-08 | Tank |
| 125 | TILX160616 | 8368 | February-08 | Tank |
| 126 | TILX160617 | 8368 | February-08 | Tank |
| 127 | TILX160618 | 8368 | February-08 | Tank |
| 128 | TILX160619 | 8368 | February-08 | Tank |
| 129 | TILX160620 | 8368 | February-08 | Tank |
| 130 | TILX160821 | 8962 | February-08 | Tank |
| 131 | TILX160822 | 8962 | February-08 | Tank |
| 132 | TILX160823 | 8962 | February-08 | Tank |
| 133 | TILX160824 | 8962 | February-08 | Tank |
| 134 | TILX160825 | 8962 | February-08 | Tank |
| 135 | TILX160826 | 8962 | February-08 | Tank |
| 136 | TILX160827 | 8962 | February-08 | Tank |
| 137 | TILX160828 | 8962 | February-08 | Tank |
| 138 | TILX160829 | 8962 | February-08 | Tank |

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 139 | TILX160830 | 8962 | February-08 | Tank |
| 140 | TILX160831 | 8962 | February-08 | Tank |
| 141 | TILX160832 | 8962 | February-08 | Tank |
| 142 | TILX160833 | 8962 | February-08 | Tank |
| 143 | TILX160834 | 8962 | February-08 | Tank |
| 144 | TILX160835 | 8962 | February-08 | Tank |
| 145 | TILX160836 | 8962 | February-08 | Tank |
| 146 | TILX160837 | 8962 | February-08 | Tank |
| 147 | TILX160838 | 8962 | February-08 | Tank |
| 148 | TILX160839 | 8962 | February-08 | Tank |
| 149 | TILX160840 | 8962 | February-08 | Tank |
| 150 | TILX160841 | 8962 | February-08 | Tank |
| 151 | TILX160842 | 8962 | February-08 | Tank |
| 152 | TILX160843 | 8962 | February-08 | Tank |
| 153 | TILX160844 | 8962 | February-08 | Tank |
| 154 | TILX160845 | 8962 | February-08 | Tank |
| 155 | TILX160846 | 8962 | February-08 | Tank |
| 156 | TILX160847 | 8962 | February-08 | Tank |
| 157 | TILX160848 | 8962 | February-08 | Tank |
| 158 | TILX160849 | 8962 | February-08 | Tank |
| 159 | TILX160850 | 8962 | February-08 | Tank |
| 160 | TILX198419 | 9441 | February-08 | Tank |
| 161 | TILX198439 | 9441 | February-08 | Tank |
| 162 | TILX198449 | 9441 | February-08 | Tank |
| 163 | TILX198450 | 9441 | February-08 | Tank |
| 164 | TILX198452 | 9441 | February-08 | Tank |
| 165 | TILX198471 | 9441 | February-08 | Tank |
| 166 | TILX198480 | 9441 | February-08 | Tank |
| 167 | TILX198482 | 9441 | February-08 | Tank |
| 168 | TILX198487 | 9441 | February-08 | Tank |
| 169 | TILX198489 | 9441 | February-08 | Tank |
| 170 | TILX198490 | 9441 | February-08 | Tank |
| 171 | TILX198491 | 9441 | February-08 | Tank |
| 172 | TILX198496 | 9441 | February-08 | Tank |
| 173 | TILX198498 | 9441 | February-08 | Tank |
| 174 | TILX198499 | 9441 | February-08 | Tank |
| 175 | TILX198500 | 9441 | February-08 | Tank |
| 176 | TILX198501 | 9441 | February-08 | Tank |
| 177 | TILX198502 | 9441 | February-08 | Tank |
| 178 | TILX198503 | 9441 | February-08 | Tank |
| 179 | TILX198504 | 9441 | February-08 | Tank |
| 180 | TILX198505 | 9441 | February-08 | Tank |
| 181 | TILX198506 | 9441 | February-08 | Tank |
| 182 | TILX198507 | 9441 | February-08 | Tank |
| 183 | TILX198508 | 9441 | February-08 | Tank |
| 184 | TILX198509 | 9441 | February-08 | Tank |

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 185 | TILX198510 | 9441 | February-08 | Tank |
| 186 | TILX198511 | 9441 | February-08 | Tank |
| 187 | TILX198512 | 9441 | February-08 | Tank |
| 188 | TILX198513 | 9441 | February-08 | Tank |
| 189 | TILX198514 | 9441 | February-08 | Tank |
| 190 | TILX198515 | 9441 | February-08 | Tank |
| 191 | TILX198516 | 9441 | February-08 | Tank |
| 192 | TILX198517 | 9441 | February-08 | Tank |
| 193 | TILX198518 | 9441 | February-08 | Tank |
| 194 | TILX198519 | 9441 | February-08 | Tank |
| 195 | TILX198520 | 9441 | February-08 | Tank |
| 196 | TILX198521 | 9441 | February-08 | Tank |
| 197 | TILX198522 | 9441 | March-08 | Tank |
| 198 | TILX198523 | 9441 | March-08 | Tank |
| 199 | TILX198524 | 9441 | March-08 | Tank |
| 200 | TILX198525 | 9441 | March-08 | Tank |
| 201 | TILX198635 | 9441 | February-08 | Tank |
| 202 | TILX198636 | 9441 | February-08 | Tank |
| 203 | TILX198637 | 9441 | February-08 | Tank |
| 204 | TILX198638 | 9441 | February-08 | Tank |
| 205 | TILX198639 | 9441 | February-08 | Tank |
| 206 | TILX198640 | 9441 | February-08 | Tank |
| 207 | TILX198641 | 9441 | February-08 | Tank |
| 208 | TILX198642 | 9441 | February-08 | Tank |
| 209 | TILX198643 | 9441 | February-08 | Tank |
| 210 | TILX198644 | 9441 | February-08 | Tank |
| 211 | TILX198645 | 9441 | February-08 | Tank |
| 212 | TILX198646 | 9441 | February-08 | Tank |
| 213 | TILX198647 | 9441 | February-08 | Tank |
| 214 | TILX198648 | 9441 | February-08 | Tank |
| 215 | TILX198649 | 9441 | February-08 | Tank |
| 216 | TILX198650 | 9441 | February-08 | Tank |
| 217 | TILX198651 | 9441 | February-08 | Tank |
| 218 | TILX198652 | 9441 | February-08 | Tank |
| 219 | TILX198653 | 9441 | February-08 | Tank |
| 220 | TILX198654 | 9441 | February-08 | Tank |
| 221 | TILX198655 | 9441 | March-08 | Tank |
| 222 | TILX198656 | 9441 | February-08 | Tank |
| 223 | TILX198657 | 9441 | March-08 | Tank |
| 224 | TILX198658 | 9441 | March-08 | Tank |
| 225 | TILX198659 | 9441 | March-08 | Tank |
| 226 | TILX198660 | 9441 | March-08 | Tank |
| 227 | TILX198661 | 9441 | March-08 | Tank |
| 228 | TILX198662 | 9441 | March-08 | Tank |
| 229 | TILX198663 | 9441 | March-08 | Tank |
| 230 | TILX198664 | 9441 | March-08 | Tank |

TRIP RAIL LEASING LLC

Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|-----------|-------------------|----------------------|---------------------|-----------------|
| 231 | TILX198665 | 9441 | March-08 | Tank |
| 232 | TILX198666 | 9441 | March-08 | Tank |
| 233 | TILX198667 | 9441 | March-08 | Tank |
| 234 | TILX198668 | 9441 | March-08 | Tank |
| 235 | TILX198669 | 9441 | March-08 | Tank |
| 236 | TILX198670 | 9441 | March-08 | Tank |
| 237 | TILX198671 | 9441 | March-08 | Tank |
| 238 | TILX198672 | 9441 | March-08 | Tank |
| 239 | TILX198673 | 9441 | March-08 | Tank |
| 240 | TILX198674 | 9441 | March-08 | Tank |
| 241 | TILX198676 | 9441 | March-08 | Tank |
| 242 | TILX401231 | 9501 | February-08 | Tank |
| 243 | TILX401234 | 9501 | February-08 | Tank |
| 244 | TILX401235 | 9501 | February-08 | Tank |
| 245 | TILX401236 | 9501 | February-08 | Tank |
| 246 | TILX401237 | 9501 | February-08 | Tank |
| 247 | TILX401238 | 9501 | February-08 | Tank |
| 248 | TILX401239 | 9501 | February-08 | Tank |
| 249 | TILX262351 | 10624 | February-08 | Tank |
| 250 | TILX262353 | 10624 | February-08 | Tank |
| 251 | TILX262355 | 10624 | February-08 | Tank |
| 252 | TILX262358 | 10624 | February-08 | Tank |
| 253 | TILX262359 | 10624 | February-08 | Tank |
| 254 | TILX262360 | 10624 | February-08 | Tank |
| 255 | TILX262361 | 10624 | March-08 | Tank |
| 256 | TILX262362 | 10624 | March-08 | Tank |
| 257 | TILX262363 | 10624 | March-08 | Tank |
| 258 | TILX262364 | 10624 | March-08 | Tank |
| 259 | TILX262367 | 10624 | March-08 | Tank |
| 260 | TILX262369 | 10624 | March-08 | Tank |
| 261 | TILX34145 | 43669 | February-08 | Freight |
| 262 | TILX641588 | 38276 | February-08 | Freight |
| 263 | TILX303320 | 12242 | February-08 | Tank |
| 264 | TILX303322 | 12242 | February-08 | Tank |
| 265 | TILX303323 | 12242 | March-08 | Tank |
| 266 | TILX303324 | 12242 | February-08 | Tank |
| 267 | TILX303326 | 12242 | February-08 | Tank |
| 268 | TILX303327 | 12242 | February-08 | Tank |
| 269 | TILX303328 | 12242 | February-08 | Tank |
| 270 | TILX303329 | 12242 | February-08 | Tank |
| 271 | TILX303330 | 12242 | February-08 | Tank |
| 272 | TILX303331 | 12242 | February-08 | Tank |
| 273 | TILX303332 | 12242 | March-08 | Tank |
| 274 | TILX303333 | 12242 | March-08 | Tank |
| 275 | TILX303334 | 12242 | March-08 | Tank |
| 276 | TILX303335 | 12242 | March-08 | Tank |

TRIP RAIL LEASING LLC
Close 10

Exhibit A

| <u>ID</u> | <u>Asset Mark</u> | <u>Lessee Number</u> | <u>Invoice Date</u> | <u>Car Type</u> |
|------------------|--------------------------|-----------------------------|----------------------------|------------------------|
| 277 | TILX303336 | 12242 | March-08 | Tank |
| 278 | TILX303337 | 12242 | March-08 | Tank |
| 279 | TILX303338 | 12242 | March-08 | Tank |
| 280 | TILX303339 | 12242 | March-08 | Tank |
| 281 | TILX303340 | 12242 | March-08 | Tank |
| 282 | TILX303341 | 12242 | March-08 | Tank |
| 283 | TILX303348 | 12242 | March-08 | Tank |

Exhibit B

Leases

1. Thirteen (13) units identified with marks TILX 200955 – 200962, TILX 200964, TILX 200967, TILX 200969, TILX 200971, and TILX 200975 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated December 22, 2005 between Trinity Industries Leasing Company and Arkema Inc.
2. Seven (7) units identified with marks TILX 210080 – 210086 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated September 10, 2007 between Trinity Industries Leasing Company and CAM2 International, LLC.
3. Thirty (30) units identified with marks TILX 291171 and TILX 291173 – 291201 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated August 2, 2004 between Trinity Industries Leasing Company and Elbow River Marketing Limited Partnership.
4. Fifteen (15) units identified with marks TILX 200933, TILX 200940, TILX 200942 – 200954 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated January 12, 2006 between Trinity Industries Leasing Company and Evonik Degussa Corporation.
5. Seventeen (17) units identified with marks TILX 318567, TILX 318570, TILX 318573, TILX 318576 – 318583, TILX 318585 – 318586, TILX 318589 – 318591, and TILX 318596 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 19, 2007 between Trinity Industries Leasing Company and Flying J, Inc.
6. Seventeen (17) units identified with marks TILX 649109, TILX 649113 – 649114, TILX 649133, TILX 649165 – 649168, TILX 649170, TILX 649175, TILX 649178, TILX 649183, TILX 649186 – 649190 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 25, 2007 between Trinity Industries Leasing Company and Heartland Grain Fuels, L.P.
7. Five (5) units identified with marks TILX 252555 – 252559 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated March 14, 2007 between Trinity Industries Leasing Company and Lake Erie Biofuels, LLC.

8. Twenty-five (25) units identified with marks TILX 160583, TILX 160585, TILX 160587, TILX 160592, TILX 160595, TILX 160597 and TILX 160602 – 160620 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation.
9. Thirty (30) units identified with marks TILX 160821 – 160850 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated March 12, 1982 between Trinity Industries Leasing Company and PPG Industries, Inc.
10. Forty-one (41) units identified with marks TILX 198419, TILX 198439, TILX 198449 – 198450, TILX 198452, TILX 198471, TILX 198480, TILX 198482, TILX 198487, TILX 198489 – 198491, TILX 198496, TILX 198498 – 198525 leased pursuant to Rider Fifteen (15) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Industries Leasing Company and RPMG, Inc.
11. Forty-one (41) units identified with marks TILX 198635 – 198674 and TILX 198676 leased pursuant to Rider Sixteen (16) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Industries Leasing Company and RPMG, Inc.
12. Seven (7) units identified with marks TILX 401231 and TILX 401234 – 401239 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.
13. Twelve (12) units identified with marks TILX 262351, TILX 262353, TILX 262355, TILX 262358 – 262364, TILX 262367, and TILX 262369 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R+M).
14. One (1) unit identified with mark TILX 034145 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 12, 2007 between Trinity Industries Leasing Company and Texas Lehigh Cement Company, LP.
15. One (1) unit identified with mark TILX 641588 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated December 1, 2006 between Trinity Industries Leasing Company and Verasun Marketing, LLC.
16. Twenty-one (21) units identified with marks TILX 303320, TILX 303322 – 303324, TILX 303326 – 303341, and TILX 303348 leased pursuant to Rider Twelve (12) to that certain Railroad Car Lease Agreement dated September 23, 2002 between Trinity Industries Leasing Company and Williams Olefins, LLC.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/31/08



Robert W. Alvord